EXHIBIT J

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Under Rule 14a-12

HENNESSY CAPITAL ACQUISITION CORP. II

(Name of Registrant as Specified in Its Charter)

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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Conclusion

Based upon the foregoing analyses and the assumptions and limitations set forth in full in the text of the Opinion, VRC is of the opinion that, as of the date of the Opinion, and subject to and based on the assumptions made, procedures followed, matters considered, limitations of the review undertaken and qualifications contained in such Opinion, (i) the consideration to be paid by Hennessy Capital in the Business Combination is fair from a financial point of view to Hennessy Capital and (ii) the fair market value of Daseke is at least 80% of the assets held by Hennessy Capital in its trust account for the benefit of its public stockholders (excluding any deferred underwriters fees and taxes payable on the income earned on the trust account).

Miscellaneous

Pursuant to the terms of the engagement letter between VRC and Hennessy Capital, Hennessy Capital agreed to pay to VRC a fee equal to $400,000 payable upon VRC's delivery of the Opinion. In addition, Hennessy Capital agreed to reimburse VRC for its reasonable and documented out-of-pocket expenses, including reasonable legal fees of external counsel, and to indemnify VRC and related persons against various liabilities, including certain liabilities under the federal securities laws. VRC, as part of its investment banking business, is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. VRC is providing and has in the past provided, certain investment banking services to Hennessy Capital or its affiliates; however, Hennessy Capital has not paid VRC any fees for investment banking services within the past two years. VRC or its affiliates may provide investment and corporate banking services to Hennessy Capital and Daseke and their respective affiliates in the future, for which VRC or its affiliates may have received or will receive customary fees. VRC provides a full range of financial advisory and securities services and, in the course of its normal trading activities, may from time to time effect transactions and hold securities, including, without limitation, derivative securities, of Hennessy Capital or its affiliates for its own account and for the accounts of customers.

Certain Company Projected Financial Information

Hennessy Capital and Daseke do not as a practice make public projections as to future revenues, earnings or other results. However, in connection with Hennessy Capital's board of directors' consideration of the Business Combination and VRC's financial analysis of Daseke described under "— Description of Fairness Opinion of VRC," Daseke management provided to Hennessy Capital its non-public, two-year internal financial forecast regarding Daseke's anticipated future operations for the years ending December 31, 2016 and 2017, which Hennessy Capital subsequently provided to VRC. Such forecast for the year ending December 31, 2017 that Daseke provided to Hennessy Capital includes two scenarios, including (i) a scenario which does not assume any acquisitions and (ii) a scenario which assumes acquisitions in order for Daseke to achieve $140 million in Adjusted EBITDA. In addition, Hennessy Capital provided to its board of directors and VRC two sets of projections: (i) five-year financial forecast information regarding Daseke's anticipated future operations for the years ending December 31, 2016 through December 31, 2020, which was based on Hennessy Capital's due diligence of Daseke and extrapolations from Daseke's financial forecasts for the years ending December 31, 2016 and 2017 (on a stand-alone basis, without giving effect to the Business Combination or any potential acquisitions, the "Stand-Alone Scenario")) and (ii) five-year financial forecast information regarding Daseke's anticipated future operations for the years ending December 31, 2016 through December 31, 2020, which was based on Hennessy Capital's due diligence of Daseke and extrapolations from Daseke's financial forecasts for the years ending December 31, 2016 and 2017 and assumed Daseke's Adjusted EBITDA thresholds were met to achieve the earn-out for the years ending December 31, 2017, 2018 and 2019, among other assumption described below (the "Acquisition Case Scenario"). The Acquisition Case Scenario is accordingly meant to be an illustrative example of the combined company's financials assuming the earn-out is achieved and is not meant to be indicative of expected future results, including with respect to expected revenue, Adjusted EBITDA or net capital expenditures. Subsequent periods in the Acquisition Case Scenario do not assume any additional acquisitions, as there are no Adjusted EBITDA thresholds for the year ending December 31, 2020 and thus no assumption can be made with respect to potential

earn-out targets. Hennessy Capital has included the below summary information from such financial forecasts to give its stockholders access to certain previously non-public information because such information was considered by the board of directors of Hennessy Capital for purposes of evaluating the Business Combination and by Hennessy Capital's financial advisor, VRC, for purposes of rendering its fairness opinion. Inclusion of summary information regarding the financial forecasts in this proxy statement is not intended to influence your decision whether to vote for the Business Combination.

The unaudited prospective financial information was not prepared with a view toward public disclosure, nor was it prepared with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to the preparation and presentation of prospective financial information, but, in the view of the Company's management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of management's knowledge and belief, the expected course of action and the expected future financial performance. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this proxy statement are cautioned not to place undue reliance on the prospective financial information.

Neither WithumSmith+Brown, PC, Hennessy Capital's independent registered public accounting firm, nor Grant Thornton LLP, the independent registered public accounting firm of Daseke, has audited, reviewed, compiled, or performed any procedures with respect to the accompanying unaudited prospective financial information for the purpose of its inclusion herein, and accordingly, neither of them expresses an opinion or provides any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the unaudited prospective financial information. Neither WithumSmith+Brown, PC nor Grant Thornton LLP has audited, reviewed, compiled or performed any procedures with respect to the accompanying unaudited prospective financial information. Accordingly, WithumSmith+Brown, PC and Grant Thornton LLP do not express any opinion or any other form of assurance with respect thereto.

Furthermore, the unaudited prospective financial information does not take into account any circumstances or events occurring after October 27, 2016, the date it was prepared. The Stand-Alone Scenario was prepared treating Daseke on a stand-alone basis, without giving effect to the Business Combination, the Debt Financing or any potential acquisitions. The Acquisition Case Scenario was prepared assuming Daseke's Adjusted EBITDA thresholds were met to achieve the earn-out for the years ending December 31, 2017, 2018 and 2019, among other assumption described below. Subsequent periods in the Acquisition Case Scenario do not assume any additional acquisitions, as there are no Adjusted EBITDA thresholds for the year ending December 31, 2020 and thus no assumption can be made with respect to potential earn-out targets. None of the prospective financial information provided herein should be relied upon as being necessarily indicative of future results, and readers of this proxy statement are cautioned not to rely on the prospective financial information.

The accompanying prospective financial information includes financial measures that were not calculated in accordance with GAAP, namely Adjusted EBITDA. Daseke defines Adjusted EBITDA as net income (loss) plus (i) depreciation and amortization, (ii) interest expense, including other fees and charges associated with indebtedness, net of interest income, (iii) income taxes, (iv) acquisition-related transaction expenses (including due diligence costs, legal, accounting and other advisory fees and costs, retention and severance payments and financing fees and expenses), (v) non-cash impairments, (vi) losses (gains) on sales of defective revenue equipment out of the normal replacement cycle, (vii) impairments related to defective revenue equipment sold out of the normal replacement cycle, (viii) initial public offering-related expenses (which offering Daseke is no longer pursuing as a result of the Business Combination), and (ix) expenses related to the Business Combination and related transactions. After the Business Combination, Daseke will further adjust net income (loss) for non-cash stock and equity compensation expense and accounting charges resulting from accounting for the possible earn-out pursuant to the Merger Agreement. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to operating income or net income as measures of operating performance or cash flows or as measures of liquidity. Non-GAAP measures are not necessarily calculated the same way by different companies and should not be considered a substitute for or superior to GAAP results.

The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information, including, among others, risks and uncertainties set forth under “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” contained elsewhere in this proxy statement. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of Hennessy Capital or Daseke or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this proxy statement should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved.

Considering that the Hennessy Capital special meeting will be held several months after the date the unaudited prospective financial information was prepared, as well as the uncertainties inherent in any forecasted information, stockholders are cautioned not to rely on the unaudited prospective financial information. This information constitutes “forward-looking statements” and actual results likely will differ from it and the differences may be material. See “Cautionary Note Regarding Forward-Looking Statements.”

Hennessy Capital and Daseke have not updated, and do not intend to update or otherwise revise, the prospective financial information to reflect circumstances existing since its preparation, including any changes in general economic or industry conditions, or to reflect the occurrence of unanticipated events. Neither Hennessy Capital, Daseke nor any of our respective representatives or advisers makes any representation to any person with regard to the ultimate performance of Hennessy Capital, Daseke or the surviving corporation.

A summary of the two-year internal consolidated financial forecast information regarding Daseke’s anticipated future operations for the years ending December 31, 2016 and 2017 provided by Daseke management to Hennessy Capital is as follows:

		Year Ending December 31,	
(dollars in millions; all amounts are approximate) (unaudited)	**2016E**	**2017E (On a Stand-Alone Basis)**	**2017E (Assuming $140 million in Adjusted EBITDA is Achieved)**
Revenue	$ 655	723	979
Adjusted EBITDA(1)	88	100	140
Net capital expenditures(2)	34	49	64

(1) Adjusted EBITDA does not include any incremental public company costs and assumes companies ultimately acquired have margins similar to those in Daseke’s identified pipeline.
(2) Net capital expenditures means capital expenditures less proceeds from equipment sales.

Forecast #1: Stand-Alone Scenario

A summary of the five-year consolidated financial forecast information regarding Daseke’s anticipated future operations for the years ending December 31, 2016 through December 31, 2020, which were based on Hennessy Capital’s due diligence of Daseke and extrapolations from Daseke financial forecasts for the years ending December 31, 2016 and 2017 (on a stand-alone basis, without giving effect to the Business Combination or any potential acquisitions) and provided by Hennessy Capital to VRC in connection with VRC’s opinion and related financial analyses, is as follows:

	Year Ending December 31,				
(dollars in millions; all amounts are approximate) (unaudited)	**2016E**	**2017E**	**2018E**	**2019E**	**2020E**
Revenue	$ 655	$ 723	$ 770	$ 814	$ 852
Adjusted EBITDA(1)	88	100	109	122	133
Net capital expenditures(2)	34	49	71	94	90

(1) Adjusted EBITDA does not include any incremental public company costs.
(2) Net capital expenditures means capital expenditures less proceeds from equipment sales.

Forecast #2: Acquisition Case Scenario

A summary of the five-year consolidated financial forecast information regarding Daseke's anticipated future operations for the years ending December 31, 2016 through December 31, 2020, which were based on Hennessy Capital's due diligence of Daseke and extrapolations from Daseke financial forecasts for the years ending December 31, 2016 and 2017 which were based on an acquisition case scenario of Daseke's financial performance assuming that Daseke's Adjusted EBITDA thresholds were met to achieve the earn-out for the years ending December 31, 2017, 2018 and 2019 and provided by Hennessy Capital to VRC in connection with VRC's opinion and related financial analyses, is provided below. The Acquisition Case Scenario assumes that Daseke's Adjusted EBITDA targets are met and not exceeded, assumes acquisitions based on past experience as applied to Daseke's current acquisition pipeline and assumes that the organic growth rate of any acquired businesses match the growth rate of the standalone Daseke business. The Acquisition Case Scenario is accordingly meant to be an illustrative example of the combined company's financials assuming the earn-out is achieved and is not meant to be indicative of expected future results, including with respect to expected revenue, Adjusted EBITDA or net capital expenditures. Subsequent periods in the Acquisition Case Scenario do not assume any additional acquisitions, as there are no Adjusted EBITDA thresholds for years subsequent to December 31, 2019 and thus no assumption can be made with respect to potential earn-out targets.

	Year Ending December 31,				
(dollars in millions; all amounts are approximate) (unaudited)	**2016E**	**2017E**	**2018E**	**2019E**	**2020E**
Revenue	$ 655	$ 979	$ 1,166	$ 1,331	$ 1,399
Adjusted EBITDA[1]	88	140	170	200	215
Net capital expenditures[2]	34	64	106	143	105

(1) Adjusted EBITDA does not include any incremental public company costs and assumes companies ultimately acquired have margins similar to those in Daseke's identified pipeline.

(2) Net capital expenditures means capital expenditures less proceeds from equipment sales.

Certain Benefits of Hennessy Capital's Directors and Officers and Others in the Business Combination

When you consider the recommendation of our board of directors in favor of approval of the Business Combination, you should keep in mind that our board of directors and officers have interests in the Business Combination that are different from, or in addition to, your interests as a stockholder. These interests include, among other things:

- up to the approximately 2.4 million total founder shares (after the Sponsor Share Forfeiture) that our Sponsor (or its members), executive officers and independent directors will hold following the Business Combination, subject to certain lock-up agreements, which would have a value at February 3, 2017 of approximately $24.7 million based on the closing price of Hennessy Capital common stock as reported by Nasdaq and that are not subject to redemption;

- the fact that our Sponsor paid an aggregate purchase price of $25,000, or approximately $0.005 per share, for its founder shares and such founder shares will have no value if we do not complete an initial business combination; as a result, our Sponsor (and its members, including our executive officers and directors) have a financial incentive to see the Business Combination consummated rather than lose whatever value is attributable to the founder shares;

- the fact that our Sponsor paid approximately $7,540,000, or $0.50 per warrant, for its placement warrants and such placement warrants will expire worthless if we do not complete an initial business combination; as a result, our Sponsor (and its members, including our executive officers and directors) have a financial incentive to see the Business Combination consummated rather than lose whatever value is attributable to the placement warrants;